

MAJORITY VOTING POLICY
MAJOR DRILLING GROUP INTERNATIONAL INC.
(the "Corporation")

In an election of directors, other than at a contested meeting, each director should be elected by the vote of a majority of the shares represented in person or by proxy at any shareholders' meeting for the election of directors. Accordingly, if any nominee for director fails to receive at least a majority of the votes cast for his or her election, treating for such purpose "withhold" votes as a vote against such election, (a "Majority Withheld Vote") that nominee will immediately tender his or her resignation to the board of directors of the Corporation (the "Board") following the relevant shareholders' meeting, which resignation will become effective upon acceptance by the Board. In this Policy, a "contested meeting" means a meeting at which the number of directors nominated for election is greater than the number of seats available on the Board.

The Corporate Governance and Nominating Committee (the "Committee") will consider the resignation offer and will recommend to the Board whether or not to accept it. In considering whether to recommend the acceptance of the resignation, the Committee will consider all facts and circumstances deemed relevant by members of the Committee including, without limitation, the stated reasons why shareholders "withheld" votes from the election of that nominee, the length of service and the qualification of the director whose resignation has been tendered, such director's contributions to the Corporation, the Corporation's governance policies and guidelines, alternatives to cure the underlying cause of the withheld votes, the overall composition of the Board (including the current mix of skills and attributes of the Board), and whether accepting the resignation would cause the Corporation to fail to meet any applicable listing, statutory or regulatory requirements.

The Board will consider the Committee's recommendation within 90 days following the meeting at which the director received a Majority Withheld Vote. In considering whether exceptional circumstances exist justifying the director's continuance in office, the Board will consider the factors considered by the Committee and such additional information and factors that the Board considers to be relevant. Following the Board's decision with respect to the director's resignation offer, the Board will promptly issue a press release, a copy of which must be provided to the Toronto Stock Exchange, announcing its decision. In the event that the Board declines to accept the director's resignation offer, the press release must fully state the reasons for the decision.

If the resignation is accepted, the Board may, in accordance with the provision of the *Canada Business Corporations Act*, appoint a new director to fill any vacancy created by resignation or reduce the size of the Board or call a special meeting of shareholders at which there will be presented a new candidate to fill the vacant position.

Any director who tenders his or her resignation pursuant to this policy will not participate in the deliberations of the Committee or the Board.